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TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

600001947026  
-09/13/96--01037--020  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: BARABO, INC.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee  
& Certificate

☐ \$122.50  
Filing Fee  
& Certified Copy

☐ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

Additional Copy Required

FROM:

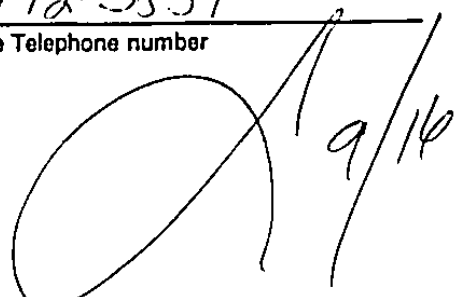
BARBARA A. HALPERIN  
Name (printed or typed)

10401 SW 18th St  
Address

DAVIE, FLA 33324  
City, State & Zip

954-472-3839  
Daytime Telephone number

FILED  
SEP 13 PM 14  
TALLAHASSEE, FL  
DIVISION OF CORPORATIONS

 9/14

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION OF BARACO, INC.

The undersigned for the purpose of forming a corporation under the Florida Business Corporation act, does hereby adopt the following Articles of Incorporation.

ARTICLE I NAME.

The name of the corporation is: Baraco, Inc.

ARTICLE II PRINCIPAL ADDRESS.

The principal office and mailing address of the corporation is:

10401 SW 18th. St.  
Davie, Fl. 33324

ARTICLE III SHARES.

The aggregate number of shares which the corporation is authorized to issue is 1000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$.01 per share.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET MAILING ADDRESS.

The street address of the initial registered agent of the corporation is:

10401 SW 18TH ST.  
DAVIE, FL. 33324

The initial registered agent is:

Barbara A. Halperin

ARTICLE V INCORPORATOR.

The name and street address of the incorporator to these Articles of Incorporation is:

Barbara A. Halperin  
10401 SW. 18th St.  
Davie, Fl. 33324

ARTICLE VI DURATION.

The duration of the corporation is perpetual.

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#### ARTICLE VII PURPOSE.

The general purpose for which the corporation is organized are the following:

- a. To engage in and transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act. No other purpose limits this purpose in any way.
- b. To do such things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

#### ARTICLE VIII INITIAL BOARD OF DIRECTORS.

The number of Directors constituting the Initial Board of Directors is two (2). The number of directors may be increased or decreased but shall never be less than one. The name and address of each director is as follows:

Barbara A. Halperin, 10401 SW 18th St. Davie, Fl. 33324

Murray A. Halperin, 10401 SW 18th St. Davie, Fl. 33324

#### ARTICLE IX AMENDMENT.

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

#### ARTICLE X INDEMNIFICATION.

The corporation shall indemnify to full extent permitted by law any person who is made, or threatened to be made, a party to any action, suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he or she is or was a Director, Officer, Employee or agent of the Corporation or serves or served any other enterprise at the request of the Corporation.

#### ARTICLE XI PREEMPTIVE RIGHTS.

The corporation elects to have preemptive rights, pursuant to Chapter 607, Florida Statutes, as amended from time to time.

#### ARTICLE XII RIGHTS OF SHAREHOLDER.

Each of the Initial Directors shall have the right to be a Director of the Corporation as long as the respective Director is a shareholder of the Corporation. By acquiring shares in this

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Corporation, each Shareholder agrees to abide by this right and to elect each of the Initial Directors named in these Articles of Incorporation to the office of the Director as long as that Director is a Shareholder of the Corporation. This Article may not be amended in any way without the written consent of each of the Initial Directors who is a Shareholder of the Corporation at the time of the amendment.

#### ARTICLE XIII BYLAWS.

The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a two-thirds (2/3) vote of the Shareholders.

#### ARTICLE XIV COMMENCEMENT OF CORPORATION.

In accordance with Chapter 607 , Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Article of Incorporation, except that if they are not filed by the Florida Department of State within five (5) business days after that date, then the corporate existence shall commence upon filing by the Department of State.

#### ARTICLE XV SHARE TRANSFER RESTRICTIONS.

Shares in the Corporation shall be issued to the following persons in the following amounts upon payment of the consideration determined by the Board of Directors.

Shareholder	Number of SHARES
Barbara A. Halperin	501
Murray A. Halperin	499

Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation. Any changes regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party. If a third party offers to purchase fifty-one (51%) percent or more of the outstanding shares of the Corporation (a majority and, hence, controlling interest, in the Corporation), then the Shareholders agree, subject to a vote approving such sale by two-thirds (2/3) of the shares entitled to vote at a Shareholders meeting, that the sale of the majority interest shall require that the shares being transferred to said third party be apportioned pro-rata from among the interest of the existing Shareholders.

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ARTICLE XVI PROFITS AND LOSSES.

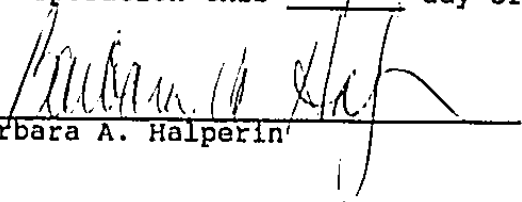
Notwithstanding the allocation of shares among the Shareholders named in Article XV, the Shareholders agree that all the profits and losses of the Corporation as defined by generally accepted accounting principles shall be allocated as follows:

Barbara A. Halperin	51%
Murray A. Halperin	49%

ARTICLE XVII QUORUM REQUIREMENTS.

A quorum of shareholders shall consist of two-thirds (2/3) of the shares entitled to vote at a meeting of shareholders.

The undersigned incorporator has executed these Articles of Incorporation this 9 day of Sept, 1996.

  
Barbara A. Halperin

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: BARACLO, INC

2. The name and address of the registered agent and office is:

BARBARA A. HALPERN  
(NAME)  
11411 SW 154TH ST  
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)  
DAVIE FL 33324  
(CITY/STATE/ZIP)

96 SEP 13 PM 12:14  
DIVISION OF CORPORATIONS  
STATE OF FLORIDA

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

Michael A. Huff  
(SIGNATURE)

9/9/96  
(DATE)